

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<hr/>	)	
In re:	)	Chapter 11
	)	
DECURTIS HOLDINGS LLC, <i>et al.</i> , <sup>1</sup>	)	Case No. 23-10548 (JKS)
	)	(Jointly Administered)
	)	
Debtors.	)	
<hr/>	)	<b>Obj. Deadline: September 8, 2023 at 4:00 p.m. (ET)</b>

**COVER SHEET TO THE COMBINED SECOND MONTHLY APPLICATION  
OF COOLEY LLP, AS COUNSEL TO THE DEBTORS,  
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD OF JUNE 1, 2023 THROUGH JULY 31, 2023**

Name of Applicant:	Cooley LLP
Authorized to Provide Professional Services to:	Debtors
Date of Retention:	June 5, 2023, <i>effective as of the</i> Petition Date
Period for which compensation and reimbursement is sought:	June 1, 2023 through July 31, 2023
Total Compensation sought as actual, reasonable and necessary:	\$1,210,791.60
80% of Compensation sought as actual, reasonable and necessary:	\$968,633.28
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$9,363.20
Total Compensation approved by interim order to date:	\$0.00

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number include: DeCurtis Holdings LLC (2384) and DeCurtis LLC (2241). The location of the Debtors' service address in these chapter 11 cases is 3208 East Colonial Drive, Suite C190, Orlando, FL 32803.

Total Expenses approved by interim order to date:	\$0.00
Total Allowed compensation paid to date:	\$600,350.80
Total Allowed expenses paid to date:	\$380.43
Blended Rate in this application for all timekeepers:	\$870.89
Blended Rate in this application for all attorneys <sup>2</sup> :	\$1,239.15

This is Cooley LLP's combined second monthly fee application in these chapter 11 cases.

The total time expended in connection with the preparation of this fee application is not included herein as such time was expended after the Compensation Period.

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<sup>2</sup> The blended hourly rate for attorneys does not include e-discovery attorneys, staff attorneys, or contract attorneys.

**PRIOR MONTHLY FEE APPLICATIONS**

		Requested		Approved		
Date Filed	Period Covered	Fees	Expenses	Fees [80%]	Expenses [100%]	Fee Holdback
First Monthly 7/3/2023 [D.I. 309]	4/3/2023 – 5/31/2023	\$750,438.50	\$380.43	\$600,350.80 <sup>3</sup>	\$380.43	\$150,087.70 [pending]

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<sup>3</sup> A CNO was filed on July 25, 2023 [D.I. 416].

**COMPENSATION BY TIMEKEEPER DURING THE COMPENSATION PERIOD**

<b>Name of Professional Person</b>	<b>Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Cullen D. Speckhart	Partner; Member of Virginia Bar since 2009, New York Bar since 2010, Missouri Bar since 2016, and District of Columbia Bar since 2020; Area of Expertise: Bankruptcy	\$1,600	121.3	\$194,080.00
Stephen R. Smith	Partner; Member of Massachusetts Bar since 1996, District of Columbia Bar since 1997, and Virginia Bar since 2011; Area of Expertise: IP Litigation	\$1,595	51.4	\$81,983.00
Michael Aaron Klein	Partner; Member of New York Bar since 2005; Area of Expertise: Bankruptcy	\$1,335	56.9	\$75,961.50
Aaron Binstock	Partner; Member of Virginia Bar since 2009, Maryland Bar since 2009, and DC Bar since 2012; Area of Expertise: Mergers and Acquisitions	\$1,335	0.6	\$801.00
Robert L. Eisenbach	Of Counsel; Member of the California Bar since 1986; Area of Expertise: Bankruptcy	\$1,560	0.5	\$780.00
Jacquelyn M. Burke	Special Counsel; Member of Massachusetts Bar since 2007 and New York Bar since 2008; Area of Expertise: Business Litigation	\$1,290	1.1	\$1,419.00
Kimberly P. Nguyen	Special Counsel; Member of the Maryland Bar since 2009, District of Columbia Bar since 2010, and Virginia Bar since 2017; Area of Expertise: Technology Transactions	\$1,260	2.2	\$2,772.00
Bryan Y. Liu	Associate; Member of the California Bar since 2012; Area of Expertise: Debt Finance	\$1,250	0.4	\$500.00
Meredith R. Klionsky	Associate; Member of Massachusetts Bar since 2013 and District of Columbia Bar since 2017; Area of Expertise: Mergers and Acquisitions	\$1,250	1.6	\$2,000.00

<b>Name of Professional Person</b>	<b>Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Leo J. Spicer-Phelps	Associate; London; Area of Expertise: Technology Transactions	\$1,245	0.9	\$1,120.50
Evan M. Lazerowitz	Associate; Member of the New Jersey Bar since 2013 and New York Bar since 2014; Area of Expertise: Bankruptcy	\$1,240	308.3	\$382,292.00
Paul J. Springer	Associate; Member of New York Bar since 2016; Area of Expertise: Bankruptcy	\$1,235	35.3	\$43,595.50
Timothy Nguyen	Associate; Member of New York Bar since 2017; Area of Expertise: General Corporate	\$1,235	0.5	\$617.50
Dustin M. Knight	Associate; Member of the Virginia Bar since 2017 and District of Columbia Bar since 2021; Area of Expertise: IP Litigation	\$1,205	18.4	\$22,172.00
Beth Shrieves	Associate; Member of the Virginia Bar since 2018 and District of Columbia Bar since 2020; Area of Expertise: IP Litigation	\$1,080	189.5	\$204,660.00
Cristina L. DeBiase	Associate; Member of Virginia Bar since 2019 and DC Bar since 2019; Area of Expertise: Technology Transactions	\$1,080	4.8	\$5,184.00
Samuel R. Rabuck	Associate; Member of Illinois Bar since 2019; Area of Expertise: Bankruptcy	\$995	13.9	\$13,830.50
Xueqing Li	Associate; Member of California Bar since 2021; Area of Expertise: Debt Finance	\$890	3.3	\$2,937.00
Marquavious A. Strozier	Associate; Member of New York Bar since 2022; Area of Expertise: General Corporate	\$780	18.2	\$14,196.00
Nicholas R. Perez	Associate; Member of Illinois Bar since 2022 and DC Bar since 2023; Area of Expertise: General Corporate	\$780	1.4	\$1,092.00
Amanda L. Lindner	Associate; Member of New York Bar since 2023; Area of Expertise: Bankruptcy	\$670	40.2	\$26,934.00

<b>Name of Professional Person</b>	<b>Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Hitesh Patel	E-Discovery Attorney; Member of Maryland Bar since 2004 and District of Columbia Bar since 2006	\$560	26.9	\$15,064.00
Michael E. Herring	Document Review Staff Attorney; Member of the Maryland Bar since 2011 and the District of Columbia Bar since 2012	\$355	81.4	\$28,897.00
John M. Schlenz	Document Review Staff Attorney; Member of the District of Columbia Bar since 1998	\$355	78.1	\$27,725.50
Hugh B. Stuart	Document Review Staff Attorney; Member of the District of Columbia Bar since 1992	\$355	18.2	\$6,461.00
Alexandra Marcus	Document Review Staff Attorney; Member of the New York Bar since 2012	\$355	14.5	\$5,147.50
Jee-Hyeon J. Kim	Temporary Contract Attorney	\$54	21.0	\$1,134.00
Robert D. Breen	Temporary Contract Attorney	\$54	27.5	\$1,485.00
Brittany A. Sterling	Temporary Contract Attorney	\$54	22.0	\$1,188.00
Yvonne G. Carlile	Temporary Contract Attorney	\$54	27.6	\$1,490.40
Lisa P. Dennis	Temporary Contract Attorney	\$54	14.2	\$766.80
Sarah G. Garris	Temporary Contract Attorney	\$54	20.0	\$1,080.00
Todd W. Hutton	Temporary Contract Attorney	\$54	29.0	\$1,566.00
Alejandrina M. Luna	Temporary Contract Attorney	\$54	18.4	\$993.60
Christian L. Ornelas	Temporary Contract Attorney	\$54	16.2	\$874.80
Johann T. Toucet	Temporary Contract Attorney	\$54	11.5	\$621.00
Mollie N. Canby	Paralegal	\$415	0.1	\$41.50
Denise Cahir	Paralegal	\$380	43.3	\$16,454.00
Matthew Thompson	Litigation/E-Discovery Services	\$420	48.7	\$20,454.00
Arthur Daye	Litigation/E-Discovery Services	\$420	1.0	\$420.00
<b>TOTAL</b>			<b>1,390.3</b>	<b>\$1,210,791.60</b>
<b>Blended Hourly Rate for All Timekeepers</b>				<b>\$870.89</b>
<b>Blended Hourly Rate for Attorneys<sup>4</sup></b>				<b>\$1,239.15</b>

<sup>4</sup> The blended hourly rate for attorneys does not include e-discovery attorneys, staff attorneys, or contract attorneys.

**TIME BILLED BY PROJECT CATEGORY**

<b>Subject Matter Categories</b>		<b>Hours Spent</b>	<b>Fees</b>
B01	Asset Analysis and Recovery	3.6	\$4,464.00
B02	Asset Disposition	43.0	\$44184.50
B03	Business Operations	3.3	\$4,092.00
B04	Case Administration	36.9	\$40,822.00
B05	Claims	32.8	\$49,556.50
B07	Fee/Employment Applications	1.0	\$896.00
B07A	Cooley Fee Application	13.6	\$9,112.00
B07D	Other Fee Applications	0.5	\$335.00
B08	Fee/Employment Objections	0.6	\$741.00
B09	Financing and Cash Collateral	32.4	\$37,128.50
B10	Litigation	996.0	\$745,075.10
B11	Meetings	11.2	\$13,716.50
B13	Relief From Stay Proceedings	20.8	\$24,491.00
B17	Corporate Finance	0.5	\$617.50
B18	Leases and Executory Contracts	32.3	\$37,974.00
B19	Preparation For and Attendance At Court Hearings	159.6	\$194,814.00
B29	Intellectual Property	2.2	\$2,772.00
	<b>TOTAL</b>	<b>1,390.3</b>	<b>\$1,210,791.60</b>

**EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Amount</b>
Ediscovery Technology Services RelOne Database	\$303.20
Hotels	\$350.00
Meals	\$18.00
Monthly Relativity User Access Fee	\$2,700.00
Monthly RelOne Data Hosting Fee	\$976.20
Research Database/Document Retrieval	\$2,402.37
Train Fare	\$762.00
Transportation	\$118.83
Trial Transcript (Veritext LLC)	\$1,732.60
<b>TOTAL</b>	<b>\$9,363.20</b>

**HOTEL EXPENSE DETAIL**

<b>Date</b>	<b>Total Amount</b>	<b>Description</b>	<b>Timekeeper</b>
6/6/2023 – 6/7/2023	\$350.00	Hotel Stay in Wilmington, DE in connection with attendance at bid procedures hearing	C. Speckhart
<b>TOTAL</b>	<b>\$350.00</b>		

**MEALS DETAIL**

<b>Date</b>	<b>Total Amount</b>	<b>Description</b>	<b>Timekeeper</b>
6/7/2023	\$18.00	Meal in connection with attendance at June 7, 2023 bid procedures hearing	C. Speckhart
<b>TOTAL</b>	<b>\$18.00</b>		

**TRAIN FARE DETAIL**

<b>Date</b>	<b>Total Amount</b>	<b>Description</b>	<b>Timekeeper</b>
5/26/2023	\$194.00	Train Fare [one-way business class ticket to Wilmington, DE] in connection with attendance at May 26, 2023 hearing on bid procedures status conference and DIP motion	E. Lazerowitz



5/26/2023	\$304.00	Train Fare [one-way business class ticket to New York, NY] in connection with attendance at May 26, 2023 hearing on bid procedures status conference and DIP motion	E. Lazerowitz
6/7/2023	\$70.00	Train Fare [one-way coach class ticket to Wilmington, DE] in connection with attendance at June 7, 2023 hearing on bid procedures	C. Speckhart
6/7/2023	\$194.00	Train Fare [one-way business class ticket to Wilmington, DE] in connection with attendance at June 7, 2023 hearing on bid procedures	E. Lazerowitz
<b>TOTAL</b>	<b>\$762.00</b>		

**TRANSPORTATION DETAIL**

<b>Date</b>	<b>Total Amount</b>	<b>Description</b>	<b>Timekeeper</b>
5/26/2023	\$69.38	Uber from train station to home after attendance at May 26, 2023 hearing	E. Lazerowitz
6/7/2023	\$49.45	Taxi from train station to home after attendance at June 7, 2023 hearing	C. Speckhart
<b>TOTAL</b>	<b>\$118.83</b>		

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re:

DECURTIS HOLDINGS LLC, *et al.*,<sup>1</sup>

Debtors.

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)  
) Chapter 11  
)  
) Case No. 23-10548 (JKS)  
)  
) (Jointly Administered)  
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) **Obj. Deadline: September 8, 2023 at 4:00 p.m. (ET)**

**COMBINED SECOND MONTHLY APPLICATION  
OF COOLEY LLP, AS COUNSEL TO THE DEBTORS,  
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD OF JUNE 1, 2023 THROUGH JULY 31, 2023**

Cooley LLP (“Cooley” or “Applicant”), counsel to DeCurtis Holdings LLC, *et al.*, the above-captioned debtors and debtors in possession (the “Debtors”), respectfully represents:

**INTRODUCTION**

1. This is Applicant’s combined second monthly application (this “Application”) for allowance of compensation and reimbursement of expenses pursuant to §§ 330 and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals* (the “Interim Compensation Order”) [Docket No. 174].

2. This Application seeks monthly allowance of compensation for legal services rendered by Applicant for the period June 1, 2023 through July 31, 2023 (the “Compensation

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number include: DeCurtis Holdings LLC (2384) and DeCurtis LLC (2241). The location of the Debtors’ service address in these chapter 11 cases is 3208 East Colonial Drive, Suite C190, Orlando, FL 32803.

Period”) in the total amount of \$1,210,791.60, and reimbursement of certain expenses incurred by (or first billed by outside vendors to) Applicant in the amount of \$9,363.20.

3. Pursuant to the Interim Compensation Order, if no objections are timely filed to this Application, the Debtors are authorized to pay Applicant 80% of the requested fees and 100% of requested expenses in the aggregate amount of \$977,996.48. This Application complies with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Interim Compensation Order.

### **GENERAL CASE BACKGROUND**

4. On April 30, 2023 (the “Petition Date”), the Debtors commenced voluntary cases under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”). The Debtors are operating their business as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. To date, no request has been made for the appointment of a trustee or examiner. An official committee of unsecured creditors has not been appointed in these chapter 11 cases [Docket No. 126].

6. On May 18, 2023, the Debtors filed the *Debtors’ Application for Entry of an Order Authorizing the Employment and Retention of Cooley LLP as Counsel for the Debtors Effective as of the Petition Date* [Docket No. 121] (the “Retention Application”).

7. On June 5, 2023, the Bankruptcy Court entered the *Order Authorizing the Employment and Retention of Cooley as Counsel for the Debtors Effective as of the Petition Date* [Docket No. 213] (the “Retention Order”). The Retention Order authorized the Debtors to retain Cooley as counsel pursuant to sections 327(a) and 328 of the Bankruptcy Code, and authorizes

Cooley to be compensated in accordance with, *inter alia*, sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any applicable orders of the Court.

### **JURISDICTION AND STATUTORY PREDICATES**

8. The Court has jurisdiction to consider this Application pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief requested herein are §§ 105(a), 330 and 331 of the Bankruptcy Code, and Bankruptcy Rule 2016.

### **SERVICES RENDERED DURING THE COMPENSATION PERIOD**

9. During the Compensation Period, Applicant's services to the Debtors included professional advice and representation in connection with discrete categories of issues in the chapter 11 proceeding. The aggregate hours and amount billed for each category are set forth on the cover page to this Application.

10. To apprise the Court of the legal services provided during the Compensation Period, Applicant sets forth the following summary of legal services rendered. The summary is intended only to highlight the general categories of services performed by Applicant on behalf of the Debtors; it is not intended to set forth each and every item of professional services which the Applicant performed.

#### **Asset Analysis and Recovery**

11. This category includes time expended by Applicant with respect to the analysis and recovery of the Debtors' assets. During the Compensation Period, Applicant spent time leading the disposition and sale of the Debtors' assets, including reviewing, and revising statement of financial affairs in preparation for filing.

12. Applicant expended 3.6 hours of time for a charge of \$4,464.00 for services rendered with respect to matters relating to asset analysis and recovery.

**Asset Disposition**

13. This category includes time expended by Applicant with respect to the disposition of the Debtors' assets. During the Compensation Period, Applicant spent time leading the disposition and sale of the Debtors' assets, including: (i) drafting pleadings seeking authorization to sell the Debtors' assets and establishing bidding procedures to facilitate the sale process, (ii) drafting and reviewing diligence materials and disclosure statements, (iii) performing research in support of the sale of the Debtors' assets, (iv) reviewing and revising cure schedule and escrow agreement (v) reviewing responses from parties in interest regarding bidding procedures, and (vi) communicating with the Debtors, and other professionals and interested parties regarding the foregoing. In its efforts leading and documenting the sale process, the Applicant also spent significant time responding to diligence requests and addressing questions from parties in interest.

14. Applicant expended 43.0 hours of time for a charge of \$ \$44,184.50 for services rendered with respect to matters relating to asset disposition

**Business Operations**

15. This category includes time expended by Applicant with respect to the Debtors' business operations. During the Compensation Period, Applicant spent time corresponding with the Debtors' ongoing business relationships.

16. Applicant expended 3.3 hours of time for a charge of \$4,092.00 for services rendered with respect to matters relating to business operations.

### **Case Administration**

17. This category includes time expended by Applicant on a variety of activities relating to the day-to-day management of these chapter 11 cases. Services rendered in this project category include, among other things, (i) regularly conferring with the Debtors, estate professionals, and other parties in interest regarding the status of the case, (ii) maintaining a critical dates calendar and the Debtors' case docket, (iii) responding to stakeholder inquiries, (iv) reviewing and filing various pleadings and proposed orders, and (v) attending to miscellaneous tasks that do not properly fall into any other project category.

18. Applicant expended 36.9 hours of time for a charge of \$40,822.00 for services rendered in connection with case administration.

### **Claims**

19. This category includes time expended by Applicant with respect to claims against the Debtors. Applicant spent time in this category, *inter alia*, (i) analyzing potential claims against the Debtors in connection with upcoming trial and preparing for same (ii) analyzing potential claims against the Debtors in connection with standing and credit bidding motions, and (iii) conferring with the Debtors, estate professionals, and other interested parties regarding the foregoing.

20. Applicant expended 32.8 hours of time for a charge of \$49,556.50 for services rendered in connection with claims.

### **Fee/Employment Applications<sup>2</sup>**

21. This category includes time expended by Applicant regarding the retention and compensation of professionals in the Debtors' bankruptcy proceedings. Applicant spent time during the Compensation Period, among other things, (i) drafting its retention application, (ii) reviewing and revising the retention applications of other estate professionals, (iii) addressing the comments of the U.S. Trustee with respect to the retention applications for the Debtors' professionals, and (iv) communicating with the Debtors, estate professionals, the U.S. Trustee, and other interested parties regarding the foregoing.

22. Applicant expended 15.1 hours of time for a charge of \$10,343.00 for services rendered with respect to matters relating to fee and retention applications.

### **Financing and Cash Collateral**

23. This category includes time expended by Applicant regarding financing and the user of cash collateral. Applicant spent time during the Compensation Period, among other things, (i) reviewing and revising DIP borrowing notice, order and related documents, (ii) reviewing an updated budget, and (iii) communicating with the Debtors, estate professionals and other stakeholders regarding the foregoing.

24. Applicant expended 32.4 hours of time for a charge of \$37,128.50 for services rendered with respect to matters concerning financing and cash collateral.

### **Litigation**

25. This category includes time expended by Applicant related to litigation matters. During the Compensation Period, Applicant spent time, among other things, (i) investigating

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<sup>2</sup> The summary herein includes services rendered under project categories B07 (Fee/Employment Applications), B07A (Cooley Fee Application), and B07D (Other Fee Applications).

potential estate causes of action, including the underlying intellectual property litigation, (ii) prepare for and participate in mediation (iii) conducting related document review, demands and discovery in connection with these causes of action, (iv) preparing for and interviewing certain targets of such actions, (v) reviewing, performing research, drafting, and revising various motions and other litigation document in support of trial (vi) preparing and reviewing exhibits in support of various motions (vii) developing a litigation strategy for these chapter 11 cases, and (viii) communicating with the Debtors, estate professionals and other stakeholders regarding the foregoing.

26. Applicant expended 996.0 hours of time for a charge of \$745,075.10 for services rendered with respect to litigation.

### **Meetings**

27. This category includes time expended by Applicant preparing for and attending meetings (via videoconferencing and/or telephonically) with the Debtors, estate professionals, and other interested parties in connection with, *inter alia*, general case strategy, the sale process and bidding procedures, claims, and the assumption and assignment of executory contracts and leases.

28. Applicant expended 11.2 hours of time for a charge of \$13,716.50 for services rendered with respect to preparation for and attendance at meetings.



**Relief From Stay Proceedings**

29. This category includes time expended by Applicant in connection with stay relief motions. During the Compensation Period, Applicant spent time (i) researching and drafting an objection to Carnival Corporation's stay relief motion, and (ii) communicating with the Debtors and other estate professionals regarding the foregoing.

30. Applicant expended 20.8 hours of time for a charge of \$24,491.00 for services rendered with respect to relief from the automatic stay.

**Leases and Executory Contracts**

31. This category includes contract and lease analysis and matters relating to assumption and assignment, rejection, and issues raised by counterparties to the Debtors' unexpired leases and executory contracts. During the Compensation Period, Applicant, among other things, (i) conducting legal research related to the enforceability of certain provisions contained in the Debtors' unexpired leases and executory contracts which the Debtor may assume and assign, (ii) drafting a motion to assume certain contracts with Virgin Cruises Intermediate Limited and Magical Cruise Company Limited, (iii) drafting a motion to reject certain agreements with Carnival Corporation, and (iv) conferring with the Debtors, estate professionals and other stakeholders regarding the foregoing.

32. Applicant expended 32.3 hours of time for a charge of \$37,974.00 for services rendered with respect to leases and executory contracts.

**Preparation For and Attendance at Court Hearings**

33. This category includes, among other things, time expended by Applicant with respect to preparation for and attendance at hearings, including (i) the June 7, 2023 omnibus hearing (ii) the June 15, 2023 status conference on lift stay ruling (iii) the June 21-22, 2023 status

conference on scheduling, bid procedures and contract rejection, and (iv) the trial held on July 18-20, 2023 regarding ownership of the DXP Assets and Carnival's Request for Declaratory and Injunctive Relief.

34. Applicant expended 159.6 hours of time for a charge of \$194,814.00 for services rendered with respect to preparation for and attendance at Court hearings.

**Intellectual Property**

35. This category includes, among other things, time expended by Applicant with respect to intellectual property matters. During the Compensation Period, Applicant spent time preparing and reviewing a source code agreement and addendum.

36. Applicant expended 2.2 hours of time for a charge of \$2,772.00 for services rendered with respect to intellectual property matters.

**MATTERS PERTAINING TO APPLICANT DURING THE COMPENSATION PERIOD**

37. Applicant has maintained contemporaneous time records which indicate the time that each attorney and professional has spent working on a particular matter and the nature of the work performed. Copies of these time records are annexed to this Application as **Exhibit A**. The total number of hours expended by Applicant's attorneys and professionals during the Compensation Period in conjunction with these chapter 11 cases is 1,390.3. All of the services have been rendered by those individuals at Applicant's firm.

38. The personnel who have expended extensive time on this matter during the Compensation Period are as follows: (a) Cullen D. Speckhart, Michael Klein, Evan Lazerowitz, Paul Springer, Samuel Rabuck, and Amanda Lindner have been actively involved in all aspects of these chapter 11 cases and were responsible for the various day-to-day issues that arose during the Compensation Period; and (b) Stephen Smith, Dustin Knight, Beth Shrieves, and Marquavious

Strozier has been actively involved with litigation matters for the Debtors during the Compensation Period.

39. Applicant rendered all the professional services for which compensation is requested herein in connection with the Debtors' chapter 11 cases in furtherance of Applicant's professional responsibilities as attorneys for the Debtors.

40. During the Compensation Period, the attorneys and professionals of Applicant devoted substantial time, 1,390.3 hours, in rendering professional services to the Debtors, all of which time was reasonable and necessary.

41. Applicant, by experience, training and ability, is fully qualified to perform the services for which compensation is sought here. Applicant represents or holds no interest adverse to the Debtors with respect to the matters upon which it is engaged.

42. No agreement or understanding exists between Applicant and any other entity for the sharing of compensation to be received for services rendered in or in connection with these chapter 11 cases.

**EXPENSES INCURRED DURING THE COMPENSATION PERIOD**

43. Annexed as part of the cover sheet is a list of the necessary and actual disbursements incurred during the Compensation Period in connection with the above-described work. The list is derived from the information found in **Exhibit A**. These records indicate that Applicant has advanced \$9,363.20 in necessary and actual out-of-pocket expenses during the Compensation Period. In connection with these expenses, Applicant charges 25¢ per page for outgoing facsimiles with no charge for incoming facsimiles, 10¢ per page for photocopying and charges for meals only necessitated by meetings with the Debtors, other estate professionals, or when Applicant's personnel would work on these cases through a normal meal period.

**NOTICE, PRIOR APPLICATION AND CERTIFICATION**

44. Notice of this Application has been provided in accordance with the Interim Compensation Order. Applicant submits that the foregoing constitutes good and sufficient notice and that no other or further notice need be provided.

45. No previous application for the relief sought herein has been made to this or any other court.

46. Applicant has reviewed the requirements of the Local Rules, including Local Rule 2016-1, and this Application complies with those rules.

*[Remainder of page intentionally left blank]*

**WHEREFORE**, Applicant hereby respectfully requests payment of (i) fees in the amount of \$968,633.28, which is equal to the sum of 80% of Applicant's allowed compensation, for duly authorized, necessary, and valuable professional services to the Debtors incurred during the Compensation Period, and (ii) reimbursement to Applicant for actual and necessary expenses incurred during the Compensation Period in connection with the aforesaid services in the aggregate amount of \$9,363.20.

Dated: August 18, 2023

Respectfully submitted,

/s/ Cullen D. Speckhart

Cullen Drescher Speckhart, Esq. (admitted *pro hac vice*)

Michael A. Klein, Esq. (admitted *pro hac vice*)

Evan Lazerowitz, Esq. (admitted *pro hac vice*)

Paul Springer, Esq. (admitted *pro hac vice*)

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*Counsel for the Debtors and Debtors in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

DECURTIS HOLDINGS LLC, *et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11  
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) Case No. 23-10548 (JKS)  
)  
) (Jointly Administered)  
)

**CERTIFICATION OF CULLEN D. SPECKHART**

I, Cullen D. Speckhart, an attorney-at-law, am a member in good standing of the Bars of the Commonwealth of Virginia, the State of New York, the State of Missouri, and the District of Columbia, and have been admitted *pro hac vice* in the above-captioned chapter 11 cases. I hereby certify that:

1. I am a partner at the firm of Cooley LLP (“Cooley”) and I am duly authorized to make this Certification on behalf of Cooley. Cooley was retained by the Debtors as counsel pursuant to an order of this Court [Docket No. 213]. This certification is made in support of the *Combined Second Monthly Application of Cooley LLP, as Counsel to the Debtors, for Compensation and Reimbursement of Expenses for the Period of June 1, 2023 through July 31, 2023* (the “Application”) and in compliance with Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) of this Court.

2. I have read the Application and I certify that the Application substantially complies with the Local Rules.

Dated: August 18, 2023

**COOLEY LLP**

/s/ Cullen D. Speckhart  
Cullen D. Speckhart

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number include: DeCurtis Holdings LLC (2384) and DeCurtis LLC (2241). The location of the Debtors’ service address in these chapter 11 cases is 3208 East Colonial Drive, Suite C190, Orlando, FL 32803.